

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
May 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of May 2013**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-1, Marunouchi 2-chome**

**Chiyoda-ku, Tokyo 100-8333**

**Japan**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 31, 2013

Mizuho Financial Group, Inc.

By: /s/ Hideyuki Takahashi

Name: Hideyuki Takahashi

Title: Deputy President / Group CFO

May 31, 2013

To whom it may concern:

Company Name: Mizuho Financial Group, Inc.  
 Representative: Yasuhiro Sato  
 President & CEO  
 Head Office: 2-5-1 Marunouchi  
 Chiyoda-ku, Tokyo  
 (Code Number: 8411 TSE OSE 1st Sec.)

Company Name: Mizuho Bank, Ltd.  
 Representative: Takashi Tsukamoto  
 President & CEO  
 Head Office: 1-1-5 Uchisaiwaicho  
 Chiyoda-ku, Tokyo

Company Name: Mizuho Corporate Bank, Ltd.  
 Representative: Yasuhiro Sato  
 President & CEO  
 Head Office: 1-3-3 Marunouchi  
 Chiyoda-ku, Tokyo

**Partial Change in Composition of Directors, Corporate Auditors and Executive Officers**

**after Merger between Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd.**

Mizuho Financial Group, Inc. (President & CEO: Yasuhiro Sato) ( MHFG ), Mizuho Bank, Ltd. (President & CEO: Takashi Tsukamoto) ( MHBK ) and Mizuho Corporate Bank, Ltd. (President & CEO: Yasuhiro Sato) ( MHCB ) announced on February 26, 2013, in the release titled "Signing of Merger Agreement between Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd., Change in Trade Name of Mizuho Corporate Bank, Ltd. and Determination of Representative Director after Merger", that MHBK and MHCB determined that they will conduct a merger (the Merger), with effect on July 1, 2013 (the Scheduled Date of the Merger) whereby MHCB will be the surviving company in the absorption-type merger, and that MHBK and MHCB have signed a merger agreement. In addition, MHFG, MHBK and MHCB announced, in the release, that they have determined to change MHCB's trade name to Mizuho Bank, Ltd. on the Scheduled Date of the Merger, on the condition that the Merger takes effect, and determined the composition of directors, corporate auditors and executive officers, including additional representative directors of MHCB, as of the Scheduled Date of the Merger, on the assumption that the resolution of MHCB's general shareholders meeting and the resolution of MHCB's board of directors will have been made and that filings will have been made to, and the permissions will have been obtained from, the relevant authorities in Japan and any foreign countries.

Today, MHFG, MHBK and MHCB hereby announce that they have determined to change, as stated in the Exhibit, a part of the composition of directors, corporate auditors and executive officers of MHCB (MHCB's trade name will be changed to Mizuho Bank, Ltd. on the Scheduled Date of the Merger; hereinafter referred to as New Mizuho Bank) as of the Scheduled Date of the Merger which was announced in the release mentioned above, on the assumption that the Merger takes effect and the resolution of MHCB's general shareholders meeting will have been made, among other things. There is no change in the representative directors and the directors of New Mizuho Bank as of the Scheduled Date of the Merger which were announced in the release titled "Determination of Representative Director, etc. of Mizuho Corporate Bank, Ltd. after Merger with Mizuho Bank, Ltd." on February 8, 2013 as well as in the release mentioned above.

Contact Information Regarding This Matter

Mizuho Financial Group, Inc.

Corporate Communications, Public Relations Office

Tel: 03-5224-2026



Directors, Corporate Auditors and Executive Officers of Mizuho Bank, Ltd.

(Effective as of July 1, 2013)

| Title                         | Name                       | Areas of Responsibilities             |
|-------------------------------|----------------------------|---------------------------------------|
| Chairman                      | Mr. Takashi Tsukamoto      |                                       |
| President & CEO               |                            |                                       |
| (Representative Director)     | Mr. Yasuhiro Sato          |                                       |
| Deputy President and Deputy   |                            | Deputy President (Western Japan       |
| President-Executive Officer   | Mr. Masaaki Kono           | (Kinki, Chugoku, and Shikoku          |
| (Representative Director)     |                            | regions))                             |
| Deputy President and Deputy   |                            | Deputy President (Personal Banking    |
| President-Executive Officer   | Mr. Toshitsugu Okabe       | Unit and Retail Banking Unit) and     |
| (Representative Director)     |                            | Head of Internal Audit Group          |
| Deputy President and Deputy   |                            | Deputy President (Corporate Banking   |
| President-Executive Officer   | Mr. Yasuhiko Imaizumi      | Unit (Large Corporations), Corporate  |
| (Representative Director)     |                            | Banking Unit and Financial            |
| Deputy President and Deputy   |                            | Institutions & Public Sector Business |
| President-Executive Officer   |                            | Unit)                                 |
| (Representative Director)     |                            |                                       |
| Deputy President and Deputy   |                            | Deputy President (International       |
| President-Executive Officer   | Mr. Nobuhide Hayashi       | Banking Unit)                         |
| (Representative Director)     |                            |                                       |
| Deputy President and Deputy   |                            |                                       |
| President-Executive Officer   | Mr. Hirohisa Kashiwazaki   | Head of Branch Banking Group          |
| (Representative Director)     |                            |                                       |
| Managing Director and         |                            |                                       |
| Managing Executive Officer    | Mr. Yasumasa Nishi         | Head of Markets Unit                  |
| Corporate Auditor (full-time) | Mr. Osamu Harada           |                                       |
| Corporate Auditor (full-time) | Mr. Yuta Chiba             |                                       |
| <u>Corporate Auditor</u>      | <u>Mr. Toshinari Iyoda</u> |                                       |
| <u>Corporate Auditor</u>      | <u>Mr. Masami Ishizaka</u> |                                       |

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|---------------------------------------|------------------------|--|
| Corporate Auditor                     | Mr. Isao Imai          |  |
| Corporate Auditor                     | Mr. Toshiaki Hasegawa  |  |
| Deputy President-Executive<br>Officer | Mr. Hideyuki Takahashi | Head of Financial Control &<br>Accounting Group            |
| Deputy President-Executive<br>Officer | Mr. Daisaku Abe        | Head of IT & Systems Group and<br>Head of Operations Group |
| Deputy President-Executive<br>Officer | Mr. Yasunori Tsujita   | Head of Human Resources Group                              |

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| Title                      | Name                  | Areas of Responsibilities   |
|----------------------------|-----------------------|---|
| Managing Executive Officer | Mr. Shinya Wako       | Head of the Americas  |
| Managing Executive Officer | Mr. Junichi Kato      | Joint Head of Markets Unit<br>Corporate Banking                     |
| Managing Executive Officer | Mr. Harusato Nihei    | Branch Banking Group  |
| Managing Executive Officer | Mr. Atsushi Narikawa  | Head of Europe, Middle East and Africa                              |
| Managing Executive Officer | Mr. Shiro Tomiyasu    | Head of Credit Group<br>Corporate Banking                           |
| Managing Executive Officer | Mr. Kosuke Nakamura   | Branch Banking Group  |
| Managing Executive Officer | Mr. Hiroshi Suehiro   | Head of Asia & Oceania excl. East Asia                              |
| Managing Executive Officer | Mr. Tadashi Kanki     | Head of Strategic Planning Group                                    |
| Managing Executive Officer | Mr. Masayuki Yonetani | Head of Corporate Banking Unit<br>Head of Corporate Banking Unit    |
| Managing Executive Officer | Mr. Nobuyuki Fujii    | (Large Corporations)<br>Head of Financial Institutions &            |
| Managing Executive Officer | Mr. Masayuki Hoshi    | Public Sector Business Unit and Head<br>of Transaction Banking Unit |
| Managing Executive Officer | Mr. Tetsuhiko Saito   | Head of Personal Banking Unit                                       |
| Managing Executive Officer | Mr. Takeshi Watanabe  | Joint Head of Credit Group<br>Head of Risk Management Group and     |
| Managing Executive Officer | Mr. Masakane Koike    | Head of Compliance Group<br>Head of International Banking Unit      |
| Managing Executive Officer | Mr. Akira Sugano      | and Head of Asset Management Unit<br>Corporate Banking              |
| Managing Executive Officer | Mr. Shusaku Tshuhara  | Branch Banking Group<br>Corporate Banking                           |
| Managing Executive Officer | Mr. Akihiro Hashimoto | Branch Banking Group  |
| Managing Executive Officer | Mr. Kiyoshi Miyake    | Head of East Asia<br>Corporate Banking                              |
| Managing Executive Officer | Mr. Tomoshige Jingu   | Branch Banking Group<br>Corporate Banking                           |
| Managing Executive Officer | Mr. Satoshi Miyazaki  | Branch Banking Group<br>Corporate Banking                           |
| Managing Executive Officer | Mr. Keiichiro Ogushi  | Branch Banking Group  |



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|----------------------------|---------------------|---|
| Managing Executive Officer | Mr. Seiichi Kondo   | Corporate Banking   |
|                            |                     | Branch Banking Group  |
|                            |                     | Head of Investment Banking Unit and   |
| Managing Executive Officer | Mr. Tatsufumi Sakai | in charge of Business Collaboration<br>Division (Securities & Trust Services) |

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| Title                      | Name                   | Areas of Responsibilities  |
|----------------------------|------------------------|--|
| Managing Executive Officer | Mr. Tetsuo Iimori      | Head of Retail Banking Unit  |
| Managing Executive Officer | Mr. Daisuke Yamada     | Corporate Banking  |
| Managing Executive Officer | Mr. Takeru Watanabe    | Branch Banking Group   |
| Managing Executive Officer | Mr. Haruki Nakamura    | Corporate Banking  |
| Managing Executive Officer | Mr. Haruki Nakamura    | Branch Banking Group   |
| Executive Officer          | Mr. Hokuto Nakano      | Joint Head of IT & Systems Group   |
| Executive Officer          | Mr. Tsutomu Nomura     | and General Manager of IT & Systems Planning Division  |
| Executive Officer          | Mr. Yukihisa Matsumoto | General Manager of Forex Division  |
| Executive Officer          | Mr. Kazunori Hashimoto | General Manager of Credit Coordination Division  |
| Executive Officer          | Mr. Kazunori Hashimoto | Corporate Banking  |
| Executive Officer          | Mr. Kazunori Hashimoto | Branch Banking Group   |
| Executive Officer          | Mr. Kazunori Hashimoto | General Manager of Tokyo Main Office and Tokyo Main Office   |
| Executive Officer          | Mr. Kentaro Akashi     | Division No. 1   |
| Executive Officer          | Mr. Amane Oshima       | General Manager of Hong Kong Corporate Banking Division No.1 and No. 2                                 |
| Executive Officer          | Mr. Amane Oshima       | General Manager of International Treasury Division   |
| Executive Officer          | Mr. Andrew Dewing      | General Manager of Americas  |
| Executive Officer          | Mr. Andrew Dewing      | Corporate Banking Division No. 2 and General Manager for International Banking Unit, Mizuho Bank (USA) |
| Executive Officer          | Mr. Ryoichi Amino      | General Manager for International Banking Unit, President of Mizuho Corporate Bank (China), Ltd.       |
| Executive Officer          | Mr. Kazuhiro Kawai     | General Manager of Corporate Credit Division No. 1   |
| Executive Officer          | Mr. Mitsuo Ootani      | General Manager of Compliance Division   |
| Executive Officer          | Mr. Hideaki Kuraishi   | General Manager of Europe  |

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|-------------------|----------------------|--|
| Executive Officer | Mr. Takashi Saito    | Structured Finance Division<br>General Manager of Derivative<br>Products Division              |
| Executive Officer | Mr. Katsuyuki Mizuma | General Manager of Asia & Oceania<br>Division  |
| Executive Officer | Mr. Ryusuke Aya      | General Manager of Risk<br>Management Division   |
| Executive Officer | Mr. Masahiro Miwa    | General Manager of Corporate<br>Banking Division No. 9   |
| Executive Officer | Mr. Yuusei Matsubara | General Manager of Financial Institutions<br>& Public Sector Business Coordination<br>Division |
| Executive Officer | Mr. Junichi Shinbo   | General Manager of Portfolio<br>Management Division  |

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| Title                    | Name                       | Areas of Responsibilities   |
|--------------------------|----------------------------|---|
| Executive Officer        | Mr. Makoto Saito           | General Manager of Branch Banking Division                                      |
| Executive Officer        | Mr. Yasuhisa Fujiki        | General Manager of International Coordination Division                          |
| Executive Officer        | Mr. Hikaru Shimomura       | General Manager of Corporate Banking Division No. 2                             |
| Executive Officer        | Mr. Takahisa Shirota       | General Manager of Kyobashi Branch Division No. 2                               |
| <u>Executive Officer</u> | <u>Mr. Ryousuke Joukou</u> | <u>General Manager of Executive Secretariat</u>                                 |
| Executive Officer        | Mr. Akihiro Nakanishi      | General Manager of Corporate Banking Division No. 8                             |
| Executive Officer        | Mr. Kazuya Kobayashi       | General Manager of Corporate Banking Division No. 13                            |
| Executive Officer        | Mr. Souichi Hosoi          | General Manager of Financial Planning Division                                  |
| Executive Officer        | Mr. Noritaka Takahashi     | General Manager of Bangkok Branch   |
| Executive Officer        | Mr. Kouji Arita            | General Manager of Operations Planning Division                                 |
| Executive Officer        | Mr. Takeshi Aono           | General Manager of ALM Division   |
| Executive Officer        | Mr. Hiroshi Toyoda         | General Manager of Corporate Banking Division No. 6                             |
| Executive Officer        | Mr. Makoto Kimura          | General Manager of Ginza Branch Division No. 2                                  |
| Executive Officer        | Mr. Akira Nakamura         | General Manager of Corporate Banking Coordination Division (Large Corporations) |
| Executive Officer        | Mr. Kouji Yonei            | General Manager of IT & Systems Promotion Division                              |
| Executive Officer        | Mr. Atsushi Sugao          | General Manager of Corporate Banking Coordination Division                      |
| Executive Officer        | Mr. Teiji Teramoto         | General Manager of Investment Banking Coordination Division                     |

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|-------------------|-----------------------|---|
| Executive Officer | Mr. Yasuhiko Morikawa | General Manager of Financial Institutions<br>Banking Division No. 1                               |
| Executive Officer | Mr. Kenji Tsujitsugu  | General Manager of Fukuoka<br>Corporate Banking Division<br><u>General Manager of Main Office</u> |
| Executive Officer | Mr. Tsuyoshi Katayama | <u>Municipal Division No. 1</u><br>General Manager of Securities                                  |
| Executive Officer | Mr. Naonobu Sumida    | Division  |

1. The information underlined indicates the changes from the content of the announcement on February 26, 2013. In addition, Mr. Toyonori Takashima, who was included in the announcement on February 26, 2013 as the Executive Officer of New Mizuho Bank after the Merger, will retire from his current position as the Executive Officer of MHBK as of June 30, 2013, and will not assume the office of Executive Officer of New Mizuho Bank after the Merger. Therefore, he is not included in the composition of directors, corporate auditors and executive officers indicated above.
2. The composition of directors, corporate auditors and executive officers indicated above is based on the assumption that the Merger will take effect, that a resolution of the general shareholders meeting and a resolution of the board of directors of MHC B (after the Merger, New Mizuho Bank) will have been made, and that filings will have been made to, and the permissions will have been obtained from, the relevant authorities in Japan and any foreign countries.
3. Messrs. Isao Imai and Toshiaki Hasegawa are outside corporate auditors as provided for in Article 2, Item 16 of the Company Law. Mr. Masami Ishizaka is a candidate for outside corporate auditor as provided for in Article 2, Paragraph 3, Item 8 of the Enforcement Regulations of the Company Law.